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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

DEC 9 1996
12:00 PM
DIVISION OF CORPORATIONS

SUBJECT: Residential Warranty Corporation of Pennsylvania
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anna P. Hemingway
(Name of Person)

Residential Warranty Corporation of Pennsylvania
(Firm/Company)

5300 Derry Street
(Address)

Harrisburg, PA 17111-3598
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Anna P. Hemingway at (717) 561-4480
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. Residential Warranty Corporation of Pennsylvania
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Pennsylvania 3. 25-1779129
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 27, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND §17.155, F.S.)
7. 5300 Derry Street
Harrisburg, PA 17111-3598
(Current mailing address)
8. Market home warranty program and to do any lawful act concerning any and all business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
for which corporations may be allowed to do business.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

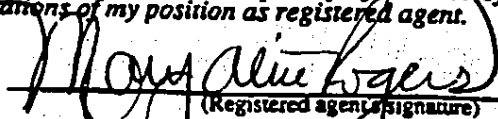
Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 S. Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: George A. Parmer

Address: 5300 Derry Street
Harrisburg, PA 17111-3598

Vice Chairman: Kathleen D. Foley

Address: 5300 Derry Street
Harrisburg, PA 17111-3598

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: George A. Parmer

Address: 5300 Derry Street
Harrisburg, PA 17111-3598

Vice President: Kathleen D. Foley

Address: 5300 Derry Street
Harrisburg, PA 17111-3598


Secretary: Susan Kent

Address: 5300 Derry Street
Harrisburg, PA 17111-3598

Treasurer: Thomas Thorwart

Address: 5300 Derry Street
Harrisburg, PA 17111-3598

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  V.P.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathleen D. Foley, Vice President
(Typed or printed name and capacity of person signing application)

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

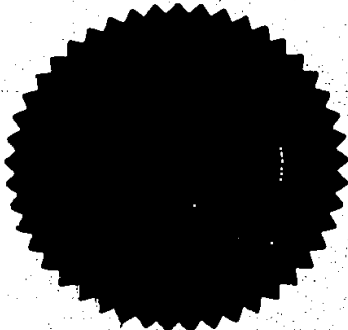
NOVEMBER 13, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

RESIDENTIAL WARRANTY CORPORATION OF PENNSYLVANIA

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth

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